

RULES OF THE CARLTON RESIDENTS ASSOCIATION

1. Name

1.1 The name of the incorporated association is the Carlton Residents Association.

2. Definitions

2.1 In these Rules, unless the contrary intention appears:-

“**Association**” means the Carlton Residents Association;

“**Carlton**” means the area covered by the 3053 postcode;

“**Chairperson**” means a chairperson of a general meeting;

“**Committee**” means the Committee of Management of the Association;

“**Financial Year**” means the year ending 31 December;

“**General meeting**” means a general meeting of the members convened in accordance with rule 11;

“**Member**” means a Friend of Carlton, an Honorary Member or an Ordinary Member of the Association;

“**Member of the Committee**” means an officer of the Association specified in rule 20 or as Ordinary Member of the Committee;

“**Secretary**” means the secretary of the Association appointed in accordance with these Rules;

“**Rules**” means these Rules;

“**Ordinary Member of the Committee**” means a member of the Committee who is not an officer of the Association under rule 21;

“**The Act**” means the *Associations Incorporation Act 1981*;

“**Treasurer**” means the treasurer of the Association appointed in accordance with these Rules:

2.2 In these Rules, a reference to the Secretary is a reference to-

(a) Where a person holds office under these Rules as Secretary of the Association - to that person; and

(b) In any other case - to the public officer of the Association.

3. Membership

3.1 A person who lives in Carlton, is eligible to be an Ordinary Member of the Association if he or she -

(a) Applies to become a member of the Association.

(b) Pays the entrance fee payable, from time to time, under these Rules.

(c) Pays the annual fee payable, from time to time, under these Rules.

3.2 A person who does not live in Carlton is eligible to apply to the Committee for admission as a Friend of Carlton, and the Committee may, in its discretion, accept or reject the application for admission as a Friend of Carlton.

- 3.3 If the Committee accepts the application under rule 3.2, the applicant is eligible to be a Friend of Carlton if he or she -
- (a) Pays the entrance fee payable, from time to time, under these Rules from time to time.
 - (b) Pays the annual fee payable, from time to time, under these Rules.
 - (c) Supports the Rules of Association.
- 3.4 If a Member nominates for public office, he or she is required to stand down from the Association. If successful at the election, he or she is deemed to have resigned from the Association. If unsuccessful at the election, he or she may resume his or her position on the committee.
- 3.5 In exceptional circumstances, a person whom the Association recognizes as having made a substantial contribution to the purposes of the Association may be made an honorary member of the Association. In this case there will be no annual fee payable.

4. Entrance and Annual Fees

- 4.1 The entrance fee and the annual fee shall be fixed by the Committee from time to time.
- 4.2 The annual fee shall be advised to Members at the annual general meeting held under the Rules and is payable not later than 30 days after the annual general meeting.

5. Register of Members

- 5.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name and address, and date of entry of the Member.
- 5.2 The Register shall be available for inspection and copying by Members on request.

6. Resignation of Members

- 6.1 A Member may resign from the Association by providing a written notice to the Secretary.

7. Expulsion of Members

- 7.1 Not less than 7 days before a general meeting at which it is proposed to put a motion to expel a member from the Association, the Member (the Charged Member) shall be given written notice of:-
- (a) The proposed motion; and
 - (b) The date, time and place of the general meeting at which the motion is to be put (the Expulsion General Meeting).
- 7.2 A Charged Member may:-
- (a) Make a written submission (the Written Submission) to the Secretary or President; and
 - (b) Make a submission at the Expulsion General Meeting.
- 7.3 The President or Secretary shall, at his or her discretion:-
- (a) Send or deliver a copy of the Written Submission to all Members; or
 - (b) Allow the Written Submission to be read out at the Expulsion General Meeting.

7.4 The Association, at the Expulsion General meeting, may by resolution expel a member from the Association.

8. Annual General Meeting

8.1 The Association shall, in each calendar year, convene an annual general meeting of Members.

8.2 The annual general meeting shall be held on the day determined by the Committee.

8.3 The annual general meeting shall be specified as such in the notice convening it.

8.4 The ordinary business of the annual general meeting shall be:-

- (a) To confirm the minutes of the last preceding annual general meeting;
- (b) To receive from the Committee reports upon transactions of the Association during the last preceding financial year;
- (c) To elect the officers of the Association and the Ordinary Members;
- (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

8.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

8.6 The annual general meeting is in addition to any other general meetings that may be held during the year.

9. Special Meetings

9.1 All general meetings, other than the annual general meeting, shall be called special general meetings.

10. Convening Special General Meetings

10.1 The Committee may, when it thinks fit, convene a special general meeting of the Association and, where, but for this sub-rule, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of the period.

10.2 The Committee shall, on the requisition in writing of 5 or more Members, convene a special general meeting of the Association.

10.3 The requisition for a special general meeting shall:-

- (a) State the objects of the meeting;
- (b) Be signed by the Members making the requisition;
- (c) Be sent to the address of the Secretary,

and may consist of several documents in like form, each signed by one or more of the Members making the requisition.

10.4 If the Committee does not cause a special general meeting to be held within 30 days after the date of the receipt of the requisition by the Secretary, the Members making the requisition, or any one of them, may convene a special general meeting to be held not later than 90 days after the date the requisition was received by the Secretary.

10.5 A special general meeting convened by Members under rule 10.4 shall be convened in the same manner (or as nearly as is possible) as that in which a special meeting is convened by the Committee. All reasonable expenses incurred by Members in

convening the special general meeting shall be refunded by the Association to those Members.

11. Notice of a General Meeting

11.1 The Secretary shall, at least 14 days before the date fixed for holding a general meeting, cause to be sent by pre-paid post, or delivered, to each Member at the address appearing in the register of members, a notice stating:-

- (a) The place, date and time of the meeting; and
- (b) The nature of the business to be transacted at the meeting.

11.2 No business, other than that set out in the notice convening the general meeting, shall be transacted at the meeting.

11.3 A member desiring to bring any business before a general meeting may give notice of the business in writing to the Secretary, who shall include that business in the notice calling the general meeting.

12. Proceedings at Meetings

12.1 All business that is transacted at a special general meeting and all business that is transacted at an annual general meeting (other than the business deemed by these Rules as ordinary business) shall be deemed to be special business.

12.2 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.

12.3 Ten Members or 10% of the membership of the Association (whichever is the lesser) present and eligible under these Rules to vote, constitute a quorum for the transaction of business at a general meeting.

12.4 If within 30 minutes after the appointed time for the commencement of a general meeting (other than a general meeting convened at the requisition of Members), a quorum is not present, the meeting will be adjourned to the same day in the next week at the same time and place (unless another place is specified by the chairman of the meeting at the time of the adjournment or written notice to members given before the day to which the meeting is adjourned). If at the adjourned meeting the quorum is not present within 30 minutes of the appointed time appointed for the commencement of the meeting, the Members present (not being less than 6) shall be the quorum.

12.5 If within 30 minutes after the appointed time for the commencement of a general meeting convened at the requisition of Members a quorum is not present, the meeting shall be dissolved.

13. Chairing General Meetings

13.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

13.2 If both the President and Vice-President are absent for a general meeting, the Members present shall elect one of their number to preside as Chairperson at that meeting.

14. Adjournment of General Meetings

14.1 The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted

at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

14.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.

14.3 Except as provided in rule 14.1 and 14.2, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned meeting.

15. Determination of Issues by a Show of Hands

15.1 A question arising at a general meeting of the Association shall be determined by a show of hands (unless, before or on the declaration of a show of hands, a poll is demanded as provided in rule 17) and a declaration of the Chairperson that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost and an entry in the minute book of the Association is evidence of that fact. In such a case there is no need for proof of the number or proportion of votes recorded in favour of, or against, a resolution.

16. Voting

16.1 Upon any question arising at a general meeting, a Member has one vote only.

16.2 All votes must be given personally.

16.3 If a motion receives 50% or less of votes of those present and eligible to vote, the motion fails.

17. Request for a Poll

17.1 If at a general meeting a poll is requested by not less than 3 members, it shall be taken at that meeting in such a manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.

17.2 A poll that is demanded on the election of a Chairperson, or on a question of an adjournment shall be taken forthwith, and a poll on any other question shall be taken at such time before the close of the general meeting as the Chairman may direct.

18. Eligibility to Vote

18.1 A Member is not entitled to vote at any general meeting unless all money due and payable by the Member to the Association has been paid.

18.2 A Friend of Carlton is not eligible to vote.

19. Committee of Management

19.1 The business and affairs of the Association shall be managed by the Committee established under rule 21.

19.2 The Committee:-

(a) Shall manage and control the business and affairs of the Association;

(b) May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the Rules to be exercised by general meetings of the Members;

- (c) Subject to these Rules, the Regulations and the Act, has power to perform all such acts as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

20. Officers of the Association

- 20.1 The officers of the Association shall be:-
- (a) A President;
 - (b) A Vice-President;
 - (c) A Treasurer;
 - (b) A Secretary.
- 20.2 Each officer of the Association shall holds office until the annual general meeting next after the date of his or her election, and is eligible for re-election.
- 20.3 In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint an Ordinary Member of the Committee, (or, if an Ordinary Member of the Committee is not available, a Member) to the vacant office and the person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

21. Composition of the Committee

- 21.1 Subject to section 23 of the Act, the Committee shall consist of:-
- (a) The officers of the Association;
 - (b) Two ordinary members,
- each of whom shall be elected at the annual general meeting of the Association in each year.
- 21.2 Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of election and is eligible for re-election.
- 21.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a Member to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of appointment.
- 21.4 If a member of the Committee nominates for public office, he or she is required to stand down from the Committee. If successful at the election, he or she is deemed to have resigned form the Committee and the Association. If unsuccessful at the election, he or she may resume his or her position on thee committee.

22. Sub-committees

- 22.1 The Committee may appoint sub-committees for the period and purpose determined by the Committee, to be composed of members of the Committee, members of the Committee and Members co-opted by the Committee, or Members co-opted by the Committee.
- 22.2 Each sub-committee shall:-
- (a) Report and make recommendations to the Committee; and
 - (b) Carry out such duties as directed by the Committee.

23. Nominations as Members of the Committee

- 23.1 Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee:-
- (a) Shall be in writing, signed by 2 members of the Association, and accompanied by the written consent of the candidates (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary not less than 2 days before the date fixed for the holding of the annual general meeting.
- 23.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at an annual general meeting.
- 23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23.5 The ballot for the election of officers and ordinary members shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

24. Vacancy in the Committee

- 24.1 For the purposes of these Rules, the office of an officer of the Association or Ordinary Member of the Committee becomes vacant if the officer or member:-
- (a) Ceases to be a Member of the Association;
 - (b) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) Resigns from office by notice in writing given to the Secretary.

25. Committee Meetings

- 25.1 The Committee shall meet at least 3 times in each year at such place and at such time as the Committee may determine.
- 25.2 Special meetings may be convened by the President or by any 4 of the members of the Committee.
- 25.3 Written notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted at such a meeting, and no other business shall be transacted at such a meeting.
- 25.4 Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 25.5 No business shall be transacted unless a quorum is present and if within 30 minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the meeting was a special meeting, in which case it lapses.
- 25.6 At meetings of the Committee:-
- (a) The President, or in the President's absence, the Vice-President shall preside;
 - (b) If the President and Vice-President are absent - such one of the remaining members of the Committee as may be chosen by the members of the Committee shall preside.

- 25.7 Questions arising at a meeting of the Committee shall be determined by a show of hands or, if demanded by a member of the Committee, by a poll, taken in such manner as the person presiding at the meeting may determine.
- 25.8 Each member of a Committee or sub-committee appointed by the Committee is entitled to one vote, and in the event of an equality of votes the motion fails.
- 25.9 Each Member of the Committee shall be given notice of each meeting of the Committee a reasonable time before the meeting.
- 25.10 Subject to sub-rule (4), the Committee may act notwithstanding any vacancy in the Committee.

26. Secretary

- 26.1 The Secretary of the Association:-
- (a) Shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting, together with a record of the persons present at Committee meetings;
 - (b) Attend to correspondence on behalf of the Association; and
 - (c) Maintain the register of Members.

27. Treasurer

- 27.1 The Treasurer shall:-
- (a) Collect and receive money due to the Association and make payments authorised by the Association;
 - (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (c) From time to time, on receiving the entrance fee from new Members, provide the Secretary with details of the new members; and
 - (c) From time to time advise the Secretary of Members who have outstanding annual fees.

28. Removal of a Member of the Committee

- 28.1 Not less than 14 days before a general meeting at which it is proposed to put a motion to remove from the Committee a member of the Committee before the expiration of the Member's term of office, the Member of the Committee (the Charged Committee Member) shall be given written notice of:-
- (a) The proposed motion; and
 - (b) The date, time and place of the general meeting at which the motion is to be put (the Expulsion General Meeting).
- 28.2 A Charged Committee Member may:-
- (a) Make a written submission (the Written Submission) to the Secretary or President; and
 - (b) Make a submission at the Expulsion General Meeting.
- 28.3 The President or Secretary shall, at his or her discretion:-
- (a) Send or deliver a copy of the Written Submission to all Members; or

(b) Allow the Written Submission to be read out at the Expulsion General Meeting.

28.4 The Association, at the Expulsion General Meeting, may by resolution:-

(a) Remove the Charged Committee Member from the Committee; and

(b) If the Charged Member is removed from the Committee - elect another Member to act in the stead of the Charged Committee Member until the expiration of the term of the Charged Committee Member.

29. Disputes and Mediation

29.1 The grievance procedure set out in this rule applies to disputes under these Rules between –

(a) A member and another member; or

(b) A member and the Association.

29.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

29.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

29.4 The mediator must be –

(a) A person chosen by agreement between the parties; or

(b) In the absence of agreement –

(i) In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

(ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

29.5 A member of the Association can be a mediator.

29.6 The mediator cannot be a member who is a party to the dispute.

29.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

29.8 The mediator, in conducting the mediation, must

(a) Give the parties to the mediation process every opportunity to be heard; and

(b) Allow due consideration by all parties of any written statement submitted by any party; and

(c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

29.9 The mediator must not determine the dispute.

29.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

30. Cheques etc.

30.1 All cheques and other negotiable instruments shall be kept in the custody of the Treasurer.

31. Common Seal

31.1 The common seal of the Association shall be kept in the custody of the Secretary.

31.2 The common seal of the Association shall not be affixed to any instrument except by the authority of the Committee and shall be attested by the signature of 2 Members of the Committee, or one Member of the Committee and the public officer of the Association.

32. Alteration of Rules and Statement of Purposes

32.1 The Rules and statement of purposes of the Association may not be altered except in accordance with the Act.

33. Notices

33.1 A notice may be served by or on behalf of the Association upon any Member, either personally or by sending it by post to the Member at the address shown in the register of Members.

33.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proven, be deemed to be given to the person at the time the letter would have been delivered in the ordinary course of post.

34. Winding Up or Cancellation

34.1 In the event of the winding up or cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

35. Custody of Records

35.2 Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

35.2 All accounts, books, documents and securities of the Association shall be available for inspection and copying by any Member upon request.

36. Funds

36.1 The funds of the Association shall be derived from entrance fees, annual fees, donations and such other sources as the Committee determines.